

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT TO OIL, GAS, AND MINERAL LEASE

Reference is hereby made to that certain Oil, Gas and Mineral Lease (hereinafter referred to as "the Lease") dated the 15th day of March, 2007, by and between Margaret A. Westerfield, as Lessor, and Western Production Company., as Lessee, whose address is 801 Cherry Street, Suite 3850, Unit 39, Fort Worth, Texas, 76102, which Lease is recorded as Document No. D207094016 of the Official Public Records of Tarrant County, Texas.

WHEREAS, Western Production Company assigned the Lease to Chesapeake Exploration, L.L.C. by Assignment of Oil, Gas and Mineral Leases recorded as Document No. D208022001 of the Official Public Records of Tarrant County, Texas; and

WHEREAS, Chesapeake Exploration, L.L.C. ("Chesapeake"), an Oklahoma limited liability company, is the Successor in Interest to Chesapeake Exploration Limited Partnership; and

WHEREAS, TOTAL E&P USA, INC., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the Lease by Assignment, Bill of Sale and Conveyance, recorded as Document No. D210019134 of the Official Public Records of Tarrant County, Texas; and,

WHEREAS, the aforementioned Assignees and Grantees are collectively referred to as "Lessee."

WHEREAS, the Leased Premises described in the Lease reads as follows:

.17 acres of land, more or less, being Lot(s) 8, Block 11, of the Rockwood Terrace, an addition to the City of River Oaks, as shown in the map or plat thereof recorded in Volume 388-1, Page 491, Plat Records of Tarrant County, Texas.

This lease also covers and includes all land owned or claimed by Lessor adjacent or contiguous to the land particularly described above, whether the same be in said survey or surveys or in adjacent surveys, although not included within the boundaries of the land particularly described above.

WHEREAS, it is the desire of the said Lessor and Lessee to amend the description of the Lease.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned do hereby delete the description in the Lease as described above and in its place insert the following:

0.17 acres, more or less, out of the S. M. Hagerty Survey, Abstract 655, Tarrant County, Texas, being Lot 8, Block 11, Rockwood Terrace, First Filing, an Addition to the City of Fort Worth, Tarrant County, Texas, according to Plat dated September 23, 1941, recorded in Volume 388-B, Page 164, Plat Records, Tarrant County, Texas.

This lease also covers and includes all land owned or claimed by Lessor adjacent or contiguous to the land particularly described above, whether the same be in said survey or surveys or in adjacent surveys, although not included within the boundaries of the land particularly described above.

It is understood and agreed by all parties hereto that in all other respects, the lease and the prior provisions shall remain in full force and effect. Furthermore, each of the undersigned do hereby ratify, adopt and confirm the Lease as hereby amended, as a valid and subsisting Lease and the undersigned Lessor does hereby grant, demise, lease and let unto Lessee, the present owners of the Lease, the lands covered by the Lease, subject to and in accordance with all of the terms and provisions of the Lease as hereby amended.

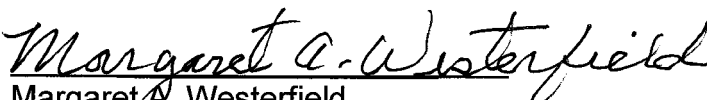
The terms and provisions hereof shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

This instrument may be executed in one document signed by all the parties or in separate documents which shall be counterparts hereof. If executed in separate counterparts, all such counterparts, when executed by one or more parties, shall constitute but one and the same instrument. The failure of one or more parties to execute this instrument or a counterpart hereof shall not in any manner affect the validity and binding effect of same as to the parties who execute said instrument.

EXECUTED the 8 day of July, 2010, but for all purposes effective the 15th day, of March 2007.

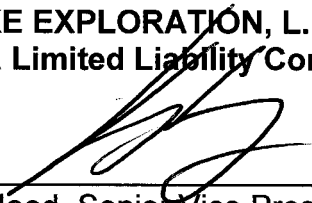

LESSOR:

Margaret A. Westerfield

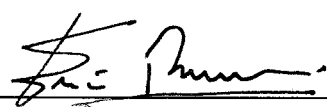


Margaret A. Westerfield

LESSEE:

CHESAPEAKE EXPLORATION, L.L.C.
an Oklahoma Limited Liability Company

By: 
Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel 

TOTAL E&P USA, INC., a Delaware corporation

By: 
Eric Bonnin
Vice President, Business Development & Strategy 

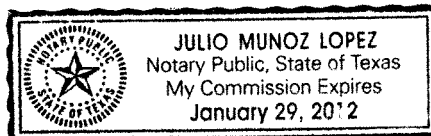
Acknowledgments

STATE OF TEXAS

COUNTY OF TARRANT

This instrument was acknowledged before me on 8 day of July, 2010, by Margaret A. Westerfield.

Notary Public State of Texas



STATE OF OKLAHOMA

§
§
§

COUNTY OF OKLAHOMA

This instrument was acknowledged before me on this 16th day of September, 2010, by Henry J. Hood, as the Senior Vice President - Land and Legal & General Counsel of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, on behalf of said limited liability company.

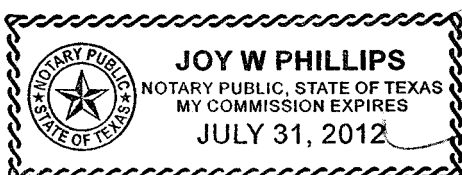
Given under my hand and seal the day and year last above written.

Christopher R. Laughlin
Notary Public, State of Oklahoma
Notary's name (printed):
Notary's commission expires:



STATE OF TEXAS)
COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me this 24th day of September, 2010, by Eric Bonnin, Vice President, Business Development & Strategy of **TOTAL E&P USA, INC.**, a Delaware corporation, as the act and deed and behalf of such corporation.



Notary Public in and for the State of Texas

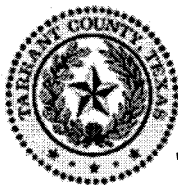
Page 3 of 4

Amendment to Oil, Gas and Mineral Lease
Margaret Westerfield

Dale Property Services
Attn: Christina Sherwood
3000 Altamesa Blvd. #300
Fort Worth, Texas 76133
Mary Brown Unit

SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

DALE PROPERTY SERVICES
500 TAYLOR ST
FORT WORTH, TX 76102

Submitter: DALE RESOURCES LLC

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 10/13/2010 8:35 AM

Instrument #: D210252592

LSE

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PGS

\$28.00

By: _____

Suzanne Henderson

D210252592

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: CAMADDOCK